

Company Number: 11440059

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

TC Accountants 006 Limited (the "Company")

30 October 2023 (the "**Circulation Date**")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the Directors of the Company propose that the following resolution numbered 1 be passed as a Special Resolution of the Company and resolutions numbered 2 and 3 be passed as Ordinary Resolutions of the Company as indicated below (the "**Resolutions**").

SPECIAL RESOLUTION

1. THAT, the draft Articles of Association attached to these Resolutions be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the Company's existing Articles of Association (the "**New Articles**").

ORDINARY RESOLUTIONS

2. THAT, in accordance with section 636 of the Companies Act 2006 5 of the B Ordinary Shares of £0.01 each held in the Company by Porter Rose Limited be re-designated as 5 G Ordinary Shares of £0.01 each having the rights and subject to the restrictions set out in the New Articles; and
3. THAT, in accordance with section 636 of the Companies Act 2006 5 of the C Ordinary Shares of £0.01 each held in the Company by James Blake Audit Limited be re-designated as 5 G Ordinary Shares of £0.01 each having the rights and subject to the restrictions set out in the New Articles.

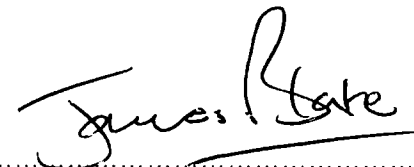
Agreement

Please read the notes at the end of this document before signifying your agreement to the Resolutions.

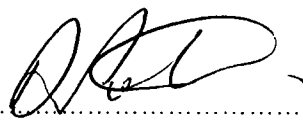
The undersigned, entitled to vote on the above Resolutions on the Circulation Date, hereby irrevocably agreed to the Resolutions:


.....
For and on behalf of TC Group Holdings Limited


30/10/2023
.....
Dated


.....
For and on behalf of James Blake Audit Limited

30/10/2023
.....
Dated


.....
For and on behalf of Porter Rose Limited

30/10/2023
.....
Dated


.....
Nasser Ahmad

30/10/2023
.....
Dated

N. Trelease
.....
Nicola Trelease

30/10/2023
.....
Dated

Danni Newsome
.....
Danni Newsome

30/10/2023
.....
Dated

NOTES

1. If you agree to the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:

By Hand: delivering the signed copy to the registered office.

Post: returning the signed copy by post to the registered office.

If you do not agree to the Resolutions, you do not need to do anything: you will not be deemed to agree if you fail to reply.

2. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.

3. Unless, by 28 days following the circulation date, sufficient agreement has been received for the resolutions to pass, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us before or during this date.

4. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.

5. If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.